

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

July 8, 1997

RECORDATION NO 20757 FILED

JUL 11 '97

11-55 AM

JUL 11 11 55 AM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of April 1, 1997, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Florida Crystals, Inc.  
8501 U.S. Highway 27  
P.O. Box 7069  
South Bay, Florida 33493

A description of the railroad equipment covered by the enclosed document is:

Ten (10) 60-foot, 100-ton used boxcars with 9-foot 4-inch width, 11-foot 6-inch height and double sliding doors marked and numbered CRLE 11000 through CRLE 11009, inclusive.

Also enclosed is a payment of \$24 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams  
July 8, 1997  
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A short summary of the enclosed primary document to appear in the  
Commission's Index is:

Memorandum of Lease Agreement for ten (10) 60-foot, 100-ton used  
boxcars with 9-foot 4-inch width, 11-foot 6-inch height and double sliding  
doors marked and numbered CRLE 11000 through CRLE 11009, inclusive.

Sincerely,

A handwritten signature in cursive script that reads "Janet E. Johnston".

Janet E. Johnston  
Assistant to the  
Executive Vice President

jej  
Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO. 20257 FILED

JUL 11 '97

11-55 AM

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***MEMORANDUM OF LEASE AGREEMENT***  
***BETWEEN***  
***GREENBRIER LEASING CORPORATION ("LESSOR")***  
***AND***  
***FLORIDA CRYSTALS, INC. ("LESSEE")***  
  
***JANUARY 12, 1995***

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Memorandum of a Lease Agreement made and entered into as of January 12, 1995 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Florida Crystals, Inc., a Delaware corporation ("Lessee").

*WITNESSETH:*

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor ten (10) 60-foot 100-ton used boxcars with 9-foot 4-inch width, 11-foot 6-inch height and double sliding doors marked and numbered CRLE 11000 through CRLE 11009, inclusive.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR: GREENBRIER LEASING CORPORATION

By: Norris M. Webb

Title: Executive Vice President

LESSEE: FLORIDA CRYSTALS, INC.

By: [Signature]

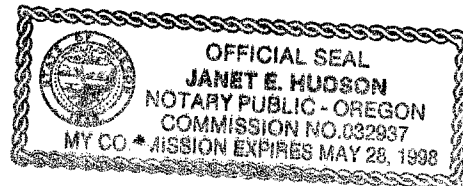
Title: Dir. of Distr. & Log.

STATE OF OREGON                     )  
  ) ss.  
COUNTY OF CLACKAMAS            )

On this 8<sup>th</sup> day of July, 1997, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson  
NOTARY PUBLIC

My commission expires: 5/28/98



STATE OF Florida                     )  
COUNTY OF Palm Beach            ) ss.

On this 26 day of June, 1997, before me personally appeared Tim Parker, to me personally known, who being by me duly sworn, says that he is the Director of Distribution of Florida Crystals, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Kim Remen  
NOTARY PUBLIC

My commission expires:

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